

**Company No. 0053171**

**PUBLIC COMPANY LIMITED BY SHARES**

**RESOLUTIONS OF REDDE NORTHGATE PLC**

**(PASSED 27<sup>th</sup> SEPTEMBER 2022)**

At the Annual General Meeting of the above-named company, duly convened and held on 27<sup>th</sup> September 2022 the following resolutions not concerning ordinary business were passed; resolutions 13 and 14 as ordinary resolutions and resolutions 15 to 19 as special resolutions:

13. To approve:

- (a) the Redde Northgate Share Incentive Plan and the International SIP (the Plans), the main features of which are summarised in the Appendix to this notice and the rules of which are produced to the meeting and initialled by the Chairman for the purposes of identification; and
- (b) authorising the Board to do all such acts and things as they may consider necessary or desirable to carry the Plans into effect, including the making of any amendments to the rules and the adoption of any plans or sub-plans based on the Plans but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans or sub-plans shall be treated as counting against any limits on individual or overall participation in the Plans.

14. That the Board be and it is hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company:

- (a) up to an aggregate nominal amount of £39,929,205; and, in addition,
- (b) comprising equity securities (within the meaning of Section 560(1) of the Companies Act 2006) up to an aggregate nominal amount of £39,929,205 (such amount to be reduced by the aggregate nominal amount of any ordinary shares allotted or rights granted under paragraph (a) above) in connection with an offer by way of a rights issue,

provided that this authority shall expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 27 December 2023) save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Board may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

For the purposes of this resolution 14, "rights issue" means an offer to:

- (i) ordinary shareholders in proportion (as nearly as may be practicable) to the respective number of shares held by them; and
- (ii) holders of other equity securities if this is required by the rights of those securities or, subject to such rights, as the Directors consider necessary,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to the power of the Directors to impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

15. That subject to the passing of Resolution 14, the Board be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell

ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:

(a) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of equity securities (but in the case of an allotment of equity securities under the authority granted by paragraph (b) of Resolution 14, only by way of a rights issue (as defined in that resolution)) to:

- (i) ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them; and
- (ii) holders of other equity securities as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

subject in both cases to the power of the Directors to impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

(b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £5,989,380,

such authority to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 27 December 2023) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

16. That subject to the passing of Resolution 14, the Board be authorised in addition to any authority granted under Resolution 15 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by Resolution 14 and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

(a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £5,989,380; and

(b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 27 December 2023) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

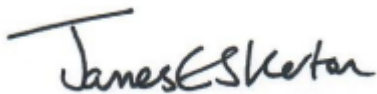
17. That a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

18. That the Company be generally and unconditionally authorised to make market purchases (within the meaning of s693(4) of the Companies Act 2006) of ordinary shares of 50.0p each of the Company on such terms and in such manner as the Directors may from time to time determine and, where such shares are held as treasury shares, the Company may use them for the purposes set out in Section 727 of the Companies Act 2006, including for the purpose of its employee share schemes, provided that:

(a) the maximum number of ordinary shares hereby authorised to be acquired is 23,957,523;

(b) the minimum price (excluding expenses) which may be paid for any ordinary share is 50.0p;

- (c) the maximum price (excluding expenses) which may be paid for any ordinary share is an amount not more than the higher of:
- (i) an amount equal to 105% of the average of the middle market quotations for such ordinary share in the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and
  - (ii) an amount equal to the higher of the price of the last independent trade of such ordinary share and the highest current independent bid on the trading venue on which the purchase is carried out;
- (d) the authority hereby conferred shall expire at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 27 March 2024 unless previously renewed, varied or revoked by the Company in general meeting; and
- (e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract.
19. That the Company be and it is generally and unconditionally authorised to make market purchases (within the meaning of s693(4) of the Companies Act 2006) of preference shares of 50.0p each of the Company on such terms and in such manner as the Directors may from time to time determine, provided that:
- (a) the maximum number of preference shares hereby authorised to be acquired is 1,000,000 (being all the preference shares remaining in issue as at the date of this notice);
  - (b) the minimum price (excluding expenses) which may be paid for any preference share is 1.0p;
  - (c) the maximum price (excluding expenses) which may be paid for any preference share is 50.0p;
  - (d) the authority hereby conferred shall expire at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 27 March 2024 unless previously renewed, varied or revoked by the Company in general meeting; and
  - (e) the Company may make a contract to purchase its preference shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its preference shares in pursuance of any such contract.



Signed: .....

COMPANY SECRETARY